

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5385880

The Registrar of Companies for England and Wales hereby certifies that
ABLAZE A BUSINESS LEARNING ACTION ZONE FOR EDUCATION
is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 8th March 2005



N053858800



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Ablaze A Business Learning Action Zone for Education

I,

FARIS DEAN

of

Orchard Court, Orchard Lane, Bristol

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the
formation of the company] ~~person named as director or secretary of the
company in the Statutory Declarations Act 1835~~ and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

MARCON QUAY HSE, MARCON QUAY, BRISTOL BS1 4AH

Day Month Year

On

07 03 2005

① Please print name.

before me ①

LIZ HAYDON - TURNER

Signed

Liz Haydon Turner

Date

7/03/05

† A Company Secretary or Director, Public Officer or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Veale Wasbrough

Orchard Court, Orchard Lane, Bristol, BS1 5WS

Tel 0117 925 2020

DX number DX 7831

DX exchange Bristol

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

Ablaze A Business Learning Action Zone for Education

1.

FARIS DEAN

of Orchard Court, Orchard Lane, Bristol

a [Solicitor engaged in the formation of the company] ~~person named as~~
~~director or secretary of the company in the statement delivered under~~
~~section 10 of the Companies Act 1985~~ It do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

NARROW QUAY HOUSE, NARROW QUAY, BRIDGE BL 4A11

Day Month Year

on

07	0	3	2	0	0	5
----	---	---	---	---	---	---

① Please print name.

before me¹

L12 HAYDON-TURNER

Signed

W2 Header-Tree

Date _____

7/03/05

A Commissioner of the Courts or Notary Public or Justice of the Peace or Solicitor

Veale Wasbrough
Orchard Court, Orchard Lane, Bristol, BS1 5WS

Tel 0117 925 2020

DX number DX 7831 DX exchange Bristol

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
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 or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 for companies registered in Scotland **DX 235 Edinburgh**



Package: 'Laserform'
by Laserform International Ltd.

10

*Please complete in typescript,
or in bold black capitals.*

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

ABLAZE A Business Learning Action Zone for Education

Proposed Registered Office

(PO Box numbers only, are not acceptable)

C/O HILSTED LANGDON

ONE REDCLIFF STREET

Post town

BRISTOL

County / Region

Postcode

BS1 6NP

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name

Veale Wasbrough Lawyers

Address

Orchard Court

Orchard Lane

Post town

Bristol

County / Region

Postcode

BS1 5WS

Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Veale Wasbrough

Orchard Court, Orchard Lane, Bristol, BS1 5WS

Tel 0117 925 2020

DX number DX 7831

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



A57 *AL8643EX* 0730
COMPANIES HOUSE 08/03/05

Company Secretary (see notes 1-5)

Company name

NAME

*Style / Title

MR.

*Honours etc

* Voluntary details

Forename(s)

NIGEL PATRICK

Surname

BELLETTY

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

BRISTOL

County / Region

Postcode


BS1 6NP

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature



Date

4.3.2005

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s)

NIGEL BARRIE

Surname

HUTCHINGS

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

BRISTOL

County / Region

Postcode

BS31 1JE

Country

UK

Day Month Year

Date of birth

12 09 1948

Nationality

BRITISH

Business occupation

CHIEF EXECUTIVE

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature



Date

12/2/2005

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

CHFP025		Company name			
NAME		*Style / Title	<u>MR</u>	*Honours etc	
* Voluntary details		Forename(s)	<u>MALCOLM ARTHUR</u>		
		Surname	<u>BROAD</u>		
		Previous forename(s)			
		Previous surname(s)			
Address ††		<u>5 SUNNYMEAD</u>			
<input type="checkbox"/>		<u>KEYNSHAM</u>			
		Post town	<u>BRISTOL</u>		
		County / Region		Postcode	<u>BS31 1JD</u>
		Country			
I consent to act as secretary of the company named on page 1					
Consent signature				Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	<u>MR</u>	*Honours etc	
		Forename(s)	<u>MALCOLM ARTHUR</u>		
		Surname	<u>BROAD</u>		
		Previous forename(s)			
		Previous surname(s)			
Address ††		<u>5 SUNNYMEAD</u>			
<input type="checkbox"/>		<u>KEYNSHAM</u>			
		Post town	<u>BRISTOL</u>		
		County / Region		Postcode	<u>BS31 1JD</u>
		Country	<u>UK</u>		
Date of birth		Day	Month	Year	Nationality
		<u>30</u>	<u>12</u>	<u>1950</u>	<u>BRITISH</u>
Business occupation		<u>COMMERCIAL MANAGER</u>			
Other directorships		<u>WEST OF ENGLAND BAPTIST ASSOCIATION</u>			
		<u>WEST OF ENGLAND BAPTIST PAYROLL</u>			
I consent to act as director of the company named on page 1					
Consent signature		<u>128 Broad</u>		Date	<u>23/2/05</u>

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was :**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

07 MAR 2005

MEMORANDUM OF ASSOCIATION
OF



ABLAZE A BUSINESS LEARNING ACTION ZONE FOR EDUCATION

- | | |
|-------------------|--|
| Name | 1. The name of the Company ("Company") is ABLAZE A Business Learning Action Zone for Education. |
| Registered Office | 2. The registered office of the Company shall be in England and Wales. |
| Objects | 3. The objects (" the Objects ") for which the Company is established are to advance education and training by;
3.1 raising the aspirations, achievement and attainment of young people;
3.2 enriching educational opportunities;
3.3 improving access to education and the equity and quality of education;
3.4 creating, developing and sustaining learning partnerships between the education, business and public sectors;
3.5 advancing the learning of professionals involved in the education, business and public sectors and others concerned with creating communities where learning comes first; and
3.6 insofar as it is incidental or ancillary to the advancement of education and training, such other purposes for the benefit of the local community as shall be exclusively charitable |
| Powers | 4. For the purpose of attaining the Objects but not further or otherwise the Company shall have the powers set out in the APPENDIX to this Memorandum which are hereby incorporated and form part of this Memorandum. |

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Income and Property to be Applied to Objects	5.	The income and property of the Company obtained from any source shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or in any other way by way of profit, to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company except as authorised by this Memorandum;
		PROVIDED THAT the Company may make payment or remission (as the case may be) in good faith of:
Payment of Employees etc	5.1	reasonable and proper remuneration and benefits to any officer or servant of the Company (not being a member of the Board of Directors of the Company) for any services actually rendered to the Company; and/or
Interest on Loans by Members	5.2	interest on money lent by any Member of the Company or of its Board of Directors at a rate per annum not exceeding 2% over the base rate prescribed for the time being by the Bank of England, or 3% whichever is the greater; and/or
Rent for Property Let by Members	5.3	reasonable and proper rent or other payment for premises demised, let or licensed to the Company by any Member of the Company or any member of the Board of Directors; and/or
Fees etc to a Company in which a Director has an Interest	5.4	fees, remuneration or other benefit in money or money's worth to a company of which a Director is a member holding not more than 2% of the issued capital thereof and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; and/or
Reasonable Expenses	5.5	reasonable out-of-pocket expenses incurred by any Director in connection with the performance of his or her duties as Director; and/or
Indemnity Insurance	5.6	the payment of any premium in respect of indemnity insurance as referred to in Clause 26 and 27 of the Appendix to this Memorandum; and/or
Scholarships, Bursaries, etc	5.7	a payment or remission under a scholarship, exhibition, bursary, grant, award, prize, assisted place or other benefaction in respect of part or all of the fees payable for a pupil at any school or other educational establishment operated by the Company, or otherwise for the benefit of a pupil or former pupil of the same, following a competitive examination and/or some other process of assessment or adjudication of merit, need or appropriateness, even though a Member of the Company or Director is a parent, legal guardian or other responsible adult acting in place of a parent of such pupil or former pupil; and/or
Contracts for Goods/Services	5.8	any sum or material benefit due and payable under a contract entered into pursuant to clause 6 below; and/or
Other payment	5.9	any other payment or benefit made with the prior consent of the Charity Commission for England and Wales.

**Goods and Services
Provided by a
Director**

6. Any Director (or any firm or company of which a Director is a member or employee) may enter into a contract with the Company to supply goods and/or services in return for payment or other material benefit, but (except in the case of clause 5.4 above) only if:
 - 6.1 the goods and/or services are actually required by the Company; and
 - 6.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedures in clause 7 below; and
 - 6.3 no more than half of the Directors are parties to such a contract in any financial year.

**Personal Interest of a
Director**

7. Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Board of Directors or a Committee of the Directors, the Director concerned must:
 - 7.1 declare an interest at or before discussion begins on the matter; and
 - 7.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information but for no other purpose; and
 - 7.3 not be counted in the quorum for that part of the meeting; and
 - 7.4 withdraw during the vote and have no vote on the matter.

Limited Liability

8. The liability of the members is limited.

**Contribution on
Winding-Up**

9. Every Member of the Company undertakes to contribute:-
 - 9.1 to the assets of the Company, in the event of its being wound up while he or she is a Member, or within one year after he or she ceases to be a Member;
 - 9.2 to payment of debts and liabilities of the Company contracted before he or she ceased to be a Member, and of the costs, charges and expenses of winding-up; and
 - 9.3 to the adjustment of the rights of the contributories among themselvessuch amount as may be required not exceeding ten pounds (£10).

Dissolution

10. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the

Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company.

Accounts

11. Proper accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods or services by the Company and of the property, assets and liabilities of the Company; and, such accounts shall be open at all reasonable times to the inspection of the Members.

Once at least in every year the accounts of the Company shall be examined and the truth and fairness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors as defined by the Companies Act 1985.

**Amendments to the
Memorandum**

12. No addition alteration or amendment to which s64 of the Charities Act 1993 applies shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall first have been submitted to and approved by the Charity Commissioners for England and Wales and no addition alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Company to cease to be a charity at law.

APPENDIX TO THE MEMORANDUM OF ASSOCIATION (Powers of the Company)

- | | |
|--|---|
| Acquisition | 1. Subject to such consents as shall be required by law, the power to purchase, take on lease, or in exchange, hire or otherwise acquire any property (whether real or personal and whether in the United Kingdom or elsewhere) and any rights or privileges the acquisition of which the Company may think necessary or convenient for any of the purposes of the Company, including but not restricted to the power to acquire property, rights, privileges and liabilities of ABLAZE A Business Learning Action Zone for Education ("the Charity"). |
| Pursuing the Company's Objects | 2. The power to carry on the purposes of the Charity in pursuance of the Objects under the name of ABLAZE A Business Learning Action Zone for Education or such other name as the Board of Directors shall decide from time to time and the power in the absolute discretion of the Directors also to promote education and training. |
| Scholarships, Exhibitions, Bursaries, Prizes, Awards and Allowances | <p>3. The power at the absolute discretion of the Directors and on such terms as they see fit:</p> <p>(a) To institute, establish, contribute towards and administer scholarships, exhibitions, bursaries, grants, awards, prizes and other benefactions relating to education or training to people selected on grounds of merit or considered worthy of suitable reward or mark of distinction.</p> <p>(b) To provide maintenance allowances for people in financial need to enable them to attend any educational establishment and/or to enable them to participate in extra-curricular activities undertaken for educational purposes and to make such other allowances as the Board of Directors shall in their absolute discretion consider appropriate to members of the staff or to other persons for the education of their children.</p> |
| Additions and Alterations to Buildings | 4. The power to construct, maintain, add to, improve furnish, equip and alter any building or erection necessary for the work of the Company. |
| Facilities | 5. The power to provide premises, centres, class rooms, offices, board, lodgings and other facilities for beneficiaries, users of the Charity, volunteers, pupils, teachers, and others instructed or employed by the Company, including facilities for community care, educational training, childcare, study, research, health centres, recreation, leisure, exhibition, conference centres, sports and also performance of artistic and cultural activities of every description, workshops, studio space and other facilities as the Directors think fit. |
| Disposal of Assets | 6. The power (subject to the Charities Act 1993 and in particular to Part V) to sell, lease, mortgage, turn to account, manage and improve all or any of the property or assets of the Company subject to such terms and conditions as may be thought expedient and to exercise any rights privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets. |
| Trading Company | 7. The power, in exchange for full value consideration and subject to Part V of the Charities Act 1993, to grant licences or make any disposition of the property or assets of the Company to a trading company formed and operated for a purpose (inter alia) of benefiting the Company. It shall be a condition of any such licence |

	or disposition that the trading company shall by some tax effective means (currently by Gift Aid) transfer all its profit of a capital and income nature in favour of the Company and that no licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Company for non-charitable purposes.
Procurement of Funds	8. The power to procure, obtain, collect and receive money and funds by way of fees, contributions, donations, subscriptions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts or property of any description, whether subject to any special trust or not. Provided always that any moneys so received by the Company shall be used or applied by the Company for or towards its charitable objects.
Acting as Trustee	9. The power to act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Company, gratuitously or otherwise.
Gifts, Legacies, etc	10. The power to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts.
Charitable Trusts	11. The power to establish charitable trusts for any charitable purpose or purposes in any way connected with the objects of the Company, to act as trustees of any charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conclusive to its objects.
Publicity	12. The power to adopt such means of publicising the Company and its objects and activities as may seem expedient, and in particular by advertising in any media, and by granting prizes, awards and donations
Employment	13. The power: <ul style="list-style-type: none"> (a) to employ a Chief Executive (by whatever title known) to carry on the day-to-day work of the Charity comprised within the Company from time to time and to manage the Company's property or any part thereof subject always to the control and supervision of the Board of Directors; and (b) to employ such officials and staff as and upon such terms as the Board of Directors thinks fit; and (c) to decide and to fix salaries (subject always to Clause 5 of this Memorandum) as the Board of Directors may deem proper and to enter into any service agreements which they shall consider necessary or desirable; and (d) to terminate any such employment upon such terms as the Board of Directors may decide.

Methods of Raising Income	14.	The power to take such steps by personal or written appeals, public meetings, film shows, sales of booklets and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Company to carry out any of its objects which may require such assistance.
Borrowing	15.	Subject to such consents as may be required by law, the power to borrow and raise money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) the discharge by the Company or any other person of any obligation or liability, or raise money for the purposes of the Company on such terms and in such manner as the Board of Directors may think fit.
Advancing Money and Credit	16.	The power to lend and advance money or give credit on any terms and with or without security to any person, firm or company, including a trading company formed and operated in accordance with clause 7 of this Appendix, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.
Subscriptions and Guarantees	17.	The power to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
Donation	18.	The power to make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
Investment	19.	The power to invest the moneys of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may be imposed or required by law.
Investment Managers	20.	<p>The power to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided that:</p> <p>(a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000 as amended from time to time or any legislation enacted in substitution thereof;</p> <p>(b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;</p> <p>(c) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within fourteen (14) days and to report regularly on the performance of investments managed by them unless different arrangements and periods for the reporting of transactions and performance are agreed between the Company and the Managers from time to time;</p> <p>(d) the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding twelve (12) months; any failure by the Company to undertake such reviews within the period of twelve (12) months shall not invalidate the delegation;</p>

	(e)	the Company shall be responsible for choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but the Directors shall not be liable for the acts and defaults of the Managers;
	(f)	the Company is entitled to cancel the delegation arrangements at any time; and
	(g)	the Managers shall be appointed on terms that they do not in respect of the assets of the Company do anything outside the powers of the Company.
Nominees	21.	The power to arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body) under the control of the Board of Directors or a person authorised to carry on business as an investment manager or custodian under the provisions of the Financial Services and Markets Act 2000 as amended from time to time or any legislation enacted in substitution thereof acting under their instructions and to pay any reasonable fee required.
Alliances	22.	The power to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporated, established for charitable purposes only.
Amalgamation	23.	The power to amalgamate, federate, affiliate, co-operate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Company, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Company.
Transfer of Assets	24.	The power to transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Company and subject in all respects to the provisions of the <i>Charities Act 1993</i> and any amendment or re-enactment thereof.
Pensions and Superannuation	25.	The power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants.
Indemnity Insurance for Employees	26.	The power to insure at the expense of the Company and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and in relation to the Board of Directors (or any of them) so far as is permitted by Clause 27 of this Appendix.
Directors' Indemnity Insurance	27.	Subject to Clauses 27.1 and 27.2, the power to provide indemnity insurance to cover the liability of the Board of Directors or any officer of the Company (or any of them) in relation to the following liabilities:
	(a)	any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company;
	(b)	the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

PROVIDED THAT :

27.1 Any such insurance in the case of clause 27 sub-paragraph (a) above shall not extend to:

- (i) any liability resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the Company, or which the Directors did not care whether it was in the best interests of the Company or not;
- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
- (iii) any liability to pay a fine.

27.2 There is excluded from clause 27 sub-paragraph (b) any liability to make such a contribution where the basis for the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

**Insurance of
Company Property**

28. The power to insure the Company and the Company's property against such risks as the Board of Directors shall consider it prudent or necessary to insure against.

Enactment

29. The power to make bye-laws, rules and regulations with regard to the affairs or the management of the Company.

Formation Costs

30. The power to pay out of the funds of the Company all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company.

**Contracts with other
bodies**

31. The power to contract with other bodies:

31.1 to employ and remunerate staff to carry out activities which support the Objects of the Charity;

31.2 to provide expertise, consultancy and other professional services and to receive remuneration for this

Additional Powers

32. The power to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:

Trust Property

(a) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

Charitable Property

(b) In case the Company shall hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Company shall not sell, mortgage, charge, or lease such property without such authority, approval or consent as may be required by law.

In this Memorandum "the Board of Directors" shall mean the persons appointed as such under the Articles of Association to have the general control and management of the administration of the Company and "Director" shall mean any one of them. Headings, sub-headings and format lines are for ease of reading and do not form part of this Memorandum. Words or expressions defined in the Articles of Association shall bear the same meanings in this Memorandum of Association unless inconsistent with the subject or context.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

Signature of Subscriber

Name in full: NIGEL GARRIE HUTCHINGS

Address: 169 WELLSAY, KEYNIGHAM, BRISTOL BS31 1JE

Occupation: CHIEF EXECUTIVE

Date: 17 FEBRUARY 2005

Witness:

Name in full:

GARRY BISHOP

Address: 25 WATERSIDE PARK
PORTISHEAD

Occupation: BRISTOL BS20 8LL

Signature of Subscriber



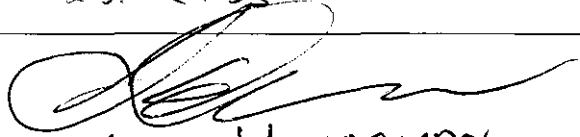
Name in full: MALCOLM ARTHUR BROAD

Address: 6 SUNNYMEAD, KEYNSHAM, BRISTOL BS31 1JD

Occupation: COMMERCIAL MANAGER

Date: 23. 2. 05

Witness:



Name in full: IAN HORSEMAN

Address: 7 CINDER WAY
EMERSONS GREEN

Occupation: BRISTOL
BANK MANAGER

Signature of Subscriber

Ruth Bedingham

Name in full: RUTH MARGARET BEDINGHAM

Address: THE MONT, 1A ROSERY CLOSE, WESTBURY ON TRYM
BRISTOL

Occupation: EUROPEAN CORPORATE CITIZENSHIP LEADER

Date:

03 / 03 / 05

Witness:

J. Sumner

Name in full: JONATHAN SUMNER

Address WAINBRIDGE COTTAGE

: NORTHWICK ROAD

PILNING, BRISTOL BS25 9TE.

Occupation: UK OPERATIONS LEADER

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
ABLAZE A BUSINESS LEARNING ACTION ZONE FOR EDUCATION

**Definitions &
Interpretation**

INTERPRETATION

1. In these Articles, unless the context otherwise requires:

"the Act" means the *Companies Act 1985*.

"the Articles" means the articles of association of the Company.

"the Board of Directors" means the directors of the Company, being the charity trustees of the Company (and "Director" means any one of them).

"the Charities Act" means the *Charities Act 1993*.

"clear days" in relation to any period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"communication" means the same as in the *Electronic Communications Act 2000*.

"electronic communication" means the same as in the *Electronic Communications Act 2000*.

"in writing" means written, printed, partly one and partly another and all other modes of representing words in visible form.

"Member" means a member of the Company each of whom (for the avoidance of doubt) is also a Director.

"the Memorandum" means the memorandum of association of the Company.

"month" means calendar month.

"office" means the registered office of the Company.

"Rules" means rules, whether referred to as rules, regulations, a scheme or bye laws, as referred to in Articles 37 to 39.

"the Seal" means the common seal (if any) of the Company.

"Secretary" means the secretary of the Company;

"the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

The following rules of interpretation shall also apply:

Modification or Re-enactment

Reference to any provisions of the Act or the *Charities Act* or any other statute shall be a reference to such provisions as modified or re-enacted by any statute or regulations for the time being in force.

Meanings where there is no inconsistency

Except as provided above, words or expressions defined in the Act or the *Charities Act* (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context.

Words in the masculine include the feminine gender and vice versa. Words in the singular include the plural and vice versa.

Headings, Sub-Headings, Underlinings and Format Lines are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles.

OBJECTS

Purposes and Powers

2. The Company is established for the purposes and has the powers set out in the Memorandum.

MEMBERS

Becoming a Member

3. As to persons becoming Members:
 - (a) the subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be Members. Subject to their ceasing to be Members in accordance with Article 5;
 - (b) no person (other than the subscribers) shall be admitted as a Member

other than a Director; and

- (c) every person who wishes to become a Member shall deliver to the Company a written consent and application to become a Member in such form as the Board of Directors may require.
- (d) In selecting individuals for appointment as Members and Directors, the Directors must have regard to the skills, knowledge and experience needed for the effective administration of the Charity.

Number of Members

4. The number of Members shall not be less than THREE.

Ceasing to be a Member

5. As to a person ceasing to be a Member:
- (a) a person shall cease to be a Member when he or she ceases to be a Director and his or her name shall be removed from the Register of Members;
 - (b) no Member may withdraw from membership except on ceasing to be a Director (see Article 44 below); and
 - (c) Membership shall not be transferable.

GENERAL MEETINGS

Kinds of General Meetings

6. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Business of the AGM

7. The business of the Annual General Meeting shall include:
- (a) consideration of the accounts and any documents annexed to them;
 - (b) consideration of the reports of the Board of Directors and of the auditors; and
 - (c) the appointment of auditors and the fixing of their remuneration.

Resolutions on such matters (where required) shall be by a simple majority of those attending and entitled to vote.

EGM

8. An Extraordinary General Meeting:
- (a) may be convened whenever the Board of Directors see fit; or
 - (b) shall be convened by the Board of Directors if Members holding not less than one-tenth of the total voting rights of all Members make a written requisition pursuant to the provisions of the Act which must be left at the Office, stating the object of the proposed meeting; or
 - (c) may be convened by the requisitioners if the Board of Directors has not within 21 days from receipt of a requisition given notice to convene the

meeting.

NOTICE OF GENERAL MEETINGS

Notice of General Meetings

9. As to notice of general meetings:
- (a) an Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice;
 - (b) all other Extraordinary General Meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed :
 - (i) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95%, of the total voting rights at the meeting of all the Members; and
 - (c) the notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such;
 - (d) the notice shall be given to all the Members and to the auditors; and
 - (e) the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Quorum for General Meetings

10. The quorum requirements for general meetings are:
- (a) at least half of the Members or a minimum number of TWO Members (whichever is the greater) shall constitute a quorum for a general meeting;
 - (b) a Member shall not be counted in the quorum on any matter on which he or she is not entitled to vote;
 - (c) no business shall be transacted at any meeting unless a quorum is present; and
 - (d) if a quorum is not present within 30 minutes from the time appointed for a meeting to start:
 - (i) a meeting convened on the requisition of the Board of

Directors shall be dissolved; or

- (ii) any other meeting shall be adjourned to such other time date and place not less than seven days and not more than 28 days thence as the chairman shall appoint; or
- (iii) if the adjourned meeting is inquorate 30 minutes after the time appointed for it to start, the Members present shall constitute a quorum.

Majority to Pass a Resolution

11. Resolutions, other than special resolutions, put to the vote of a meeting shall be decided on simple majority and special resolutions shall be decided on a majority of at least 75 per cent of those present and entitled to vote on a show of hands or on a poll.

THE CHAIRMAN OF A GENERAL MEETING

Chairman of a General Meeting

12. The chairman of a general meeting shall be:
- (a) the Chairman of the Board of Directors; or
 - (b) if he or she is not present within 15 minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided, the Vice-chairman of the Board of Directors; or
 - (c) if he or she too is not present within 15 minutes after the time appointed for it to start or is unwilling to preside or has an interest in a matter to be decided, a Member chosen by the Members present to chair the meeting.

ADJOURNMENT OF A GENERAL MEETING

Adjournment of a General Meeting

13. The procedures for adjournment of a general meeting are:
- (a) the chairman of a meeting may, with the consent of the meeting, or when so directed by a quorate meeting, adjourn the meeting to such other time and place within the next 14 days as the chairman thinks fit;
 - (b) no business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place; and
 - (c) if a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting. Otherwise it shall not be necessary to give any such notice.

POLL AT A GENERAL MEETING

Voting by a Show of Hands

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

A Poll shall be held if Demanded

15. A poll shall be held if demanded by:
- (a) the chairman of the meeting; or
 - (b) at least three Members present in person and entitled to vote; or
 - (c) a Member or Members representing not less than one tenth of the total voting rights of all the Members entitled to vote at the meeting.

Demand for a Poll

16. In relation to a demand for a poll:
- (a) when a poll is demanded as described in Article 15 it shall be taken at such time and place in such a manner as the chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting;
 - (b) the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made;
 - (c) no poll shall be demanded on the election of a chairman or the election of a chairman of a meeting or on any question of an adjournment; and
 - (d) the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Conclusive Evidence of Proceedings

17. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Chairman's Casting Vote

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

WRITTEN RESOLUTIONS OF MEMBERS

Written Resolutions of Members

19. As to written resolutions:

- (a) a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held; and
- (b) such a resolution may consist of several documents in like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything for which the Act requires special notice, namely resolutions to remove a Director under section 303 or an auditor under section 391.

VOTES OF MEMBERS AT GENERAL MEETINGS

Every Member Shall
have one Vote

20. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person shall have one vote.

Objection to Voting

21. No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

APPOINTMENT OF DIRECTORS

The Number of
Directors

22. The number of Directors shall be not less than THREE competent persons being:
- the subscribers to the Memorandum of Association ("the Founder Members") of whom ONE (agreed by the Founder Members or in the absence of agreement, selected by the drawing of lots) ("the Fixed Term Founder Members") shall be appointed for a period of 4 years from the date of incorporation of the Company and the remainder shall be appointed indefinitely; PROVIDED THAT:

the Company may by SPECIAL RESOLUTION passed in general meeting increase or reduce the number of Directors and determine in what rotation such numbers shall go out of office.

Casual Vacancies

23. The Board of Directors may appoint any such person as they in their discretion consider suitable to be a Director to fill a *casual vacancy* or as an additional Director to the maximum number of Directors permitted under these Articles at any one time.

Co-opted Directors

24. The Board of Directors may appoint to the Board by a simple majority vote such persons as they consider suitable to be co-opted Directors.

Founder Directors

25. If a Founder Member is or becomes unwilling to act as a Director, the Directors may appoint some other person to act as Director in his or her place and such person shall be deemed to be a Founder Member for the purposes of these Articles.

Other appointments

26. Any other person or persons may apply to become a Director and Member of the Company and if their appointment shall, subject as below, be confirmed by the Directors, they will be appointed for terms of THREE years:

Appointment of Directors

27. In relation to the appointment of Directors:
- (a) The Secretary shall, at least eight weeks before the date of the expiry of the term of office of a Director, give notice in writing of the expiry of that term to the Director concerned and shall invite him or her/her to apply for reappointment as a Director for a further period of THREE or FOUR years, as the case may be.
 - (b) The Directors acting as the Board of Directors or by a Nominations Committee established by Article 41 shall be entitled without stating reasons to approve or disapprove an application for reappointment as a Director.
 - (c) A casual vacancy in the Board of Directors shall be deemed to arise if, without default of the Directors, an application acceptable to the Directors has not been made within eight weeks and Article 23 shall apply. A Director appointed to fill a casual vacancy in these circumstances shall be subject to annual re-appointment and Article 42 shall not apply.

Pre-Condition to taking Office as a Director

28. Every person wishing to become a Director may be required to sign a declaration of acceptance and of willingness to act as a Director, and also consent to become a Member, in the form prescribed by the Board of Directors from time to time, and shall if requested make disclosures for the purposes of a check by the Criminal Records Bureau.
29. Any such declaration shall include confirmation that the proposed Director is not disqualified from becoming a Director by reason of any provision in these Articles, but the Board of Directors shall not unless required by law be required to carry out any independent investigation on such matter and shall be entitled to rely upon such confirmation.

The Rights of a Director

30. Each new Director shall become entitled to the rights of being a Director, including, but not limited to, the right to such information and advice with regard to the activities of the Company as Directors may lawfully and reasonably be able to supply or procure.

QUALIFICATIONS AND DISQUALIFICATION OF DIRECTORS

Qualification to be a Director

31. No person shall take office as a Director:
- (a) unless he or she is a natural person, and not a body corporate;
 - (b) unless he or she is aged 18 or over;

**Disqualification of
Directors**

- (c) if he or she is employed by the Company;
- (d) in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of Articles 32 or 44 to 46,

32. A person shall be disqualified from holding or continuing to hold office as a Director if:
- (a) he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs; or
 - (b) he or she has been adjudged bankrupt or sequestration of his or her estate has been awarded and (in either case) he or she has not been discharged and the bankruptcy order has not been annulled or rescinded; or
 - (c) he or she has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it; or
 - (d) at any time when he or she is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order) or if he or she ceases to be a Director by virtue of any provision in the Act; or
 - (e) he or she is disqualified from acting as a trustee or director by virtue of section 72 of the Charities Act 1993; or
 - (f) he or she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he or she was responsible or to which he or she was privy, or which he or she by his or her or her conduct contributed to or facilitated; or
 - (g) at any time his or her or her name is included in any list of persons considered to be unsuitable to have access to children or young persons (which shall include, without limitation, the Sex Offenders Register); or
 - (h) at any time prior to taking office as a Director or since taking office he or she has been convicted, or charged, and the charge has not been dropped, of an offence of a type, or carrying such punishment, as the Board of Directors may prescribe by Rules made for the purpose; or
 - (i) in any other circumstance prior to taking office as a Director or since taking office considered by the Board of Directors to be material he or she is disqualified in accordance with Rules made for the purpose.

**Written Notices to the
Secretary**

33. Where, by virtue of these Articles a person becomes disqualified from holding, or for continuing to hold, office as a Director; and he or she is, or is

**Members of any
Committee**

proposed, to become such a Director, he or she shall upon becoming so disqualified give written notice of that fact to the Secretary.

34. Articles 31 to 33 also apply to any member of any committee of the Directors who is not a Director.

POWERS OF DIRECTORS

Directors' Powers

35. General provisions concerning Directors' powers are:

- (a) subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board of Directors who may exercise all the powers of the Company;
- (b) no alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Directors which would have been valid if that alteration had not been made or that direction had not been given;
- (c) the powers given by this Article shall not be limited by any special power given to the Board of Directors by the Articles; and
- (d) a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Board of Directors.

Bank Accounts

36. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Board of Directors and shall indicate the name of the Company. All cheques and orders for the payment of in excess of £ in money from such account shall be signed by at least two signatories authorised by the Board of Directors in respect of their activities as Directors.

RULES

**Rules to be made by the
Board of Directors**

37. The Board of Directors may from time to time make such Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and its affairs, but consistent always with the terms of the Memorandum and these Articles.
38. The absence of any such Rules in respect of any such matter shall not preclude the Board of Directors from otherwise making a determination in any particular case where not inconsistent with the provisions of these Articles.
39. A copy of all Rules currently in force from time to time shall be kept with the minutes book of the Company and shall be published in such manner as the Board of Directors consider appropriate having regard to the subject matter of the Rules.

DELEGATION OF DIRECTORS' POWERS

Agreement of the Company

40. The Board of Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

Committees

41. In relation to committees established by the Board of Directors:
- (a) the Board of Directors may establish any committee to exercise, subject to these Articles, powers and functions of the Board of Directors. The constitution, membership and proceedings of any committee of the Board of Directors shall be determined by the Board of Directors. The Board of Directors shall indicate in writing to such a committee the extent and nature of the powers so delegated;
 - (b) the establishment, terms of reference, constitution and membership of any committee of the Board of Directors shall be reviewed at least once in every 15 months;
 - (c) the membership of any committee of the Board of Directors may include persons who are not Directors provided that a majority of members of any such committee shall be Directors. The chairman of each committee shall be a Director. The Board of Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Board of Directors unless the majority of members of the committee present are Directors;
 - (d) the quorum for any meeting of a committee shall be determined by the Board of Directors from time to time and in default shall be TWO;
 - (e) for the avoidance of doubt, the Board of Directors may delegate all financial and other matters, between meetings of Directors, to a committee, including authority:
 - (i) to resolve upon the operation of any bank account according to such mandate as it shall think fit;
 - (ii) to preserve the assets of the Company, the maintenance of the as a going concern and take other urgent actions as such committee considers necessary or desirable; and
 - (iii) implement the policies adopted by the Board of Directors
 - (f) such committees shall conform to any Rules imposed by the Board of Directors;
 - (g) all delegations of powers to any committee shall be revocable by the Board of Directors at any time;
 - (h) unless the terms of the delegation to a committee are to the contrary, a committee may delegate any of its powers or the implementation of any of its resolutions to any sub-committee and the provisions of these

Articles shall apply to such sub-committee as they apply to any committee with all such changes as the context may require; and

- (i) the meetings and proceedings of any such committee shall otherwise be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable unless superseded by any subsequent decisions of or Rules made by the Board of Directors.

TERM OF OFFICE, RESIGNATION & REMOVAL OF DIRECTORS

Term of Office of Directors

42. As to the term of office of Directors:

- (a) the normal period of service of Directors shall be for:

the Fixed Term Founder Members - FOUR years

the other Founder Members - indefinitely subject to Article 44

other Directors THREE years

The term of office for each Director other than the non-Fixed Term Founder members, shall expire on the third or fourth anniversary of his or her taking office as the case may be, except that in respect of all Directors whose term of office has or is about to expire, the Board of Directors may at any time determine in each particular case that the term of office shall instead expire at the end of a meeting of Directors held within six months following such third or fourth anniversary. In such a case his or her successor may take office during the course of any such meeting even though the person he or she replaces continues in office until the end of such meeting, subject always to the total number of Directors not exceeding the number provided for in Article 22,

- (b) the Board of Directors may provide by Rules or in any particular case that a Director appointed to fill a casual vacancy shall hold office for the unexpired term of the office of the Director in whose place he or she is appointed;
- (c) unless the Board of Directors resolve by a unanimous vote of those present and voting that a person who has been a Director for a continuous period of 12 years should continue in office, that Director shall retire at the end of the next meeting of Directors and following retirement such a person may not be reappointed unless he or she has ceased to be a Director for a continuous period of 12 months;
- (d) a Director who has reached the age of SEVENTY shall retire at the end of the next Annual General Meeting following his or her birthday unless before or at that meeting the Members resolve by a unanimous vote of those present and voting that he or she should continue in office. The same procedure shall apply with respect to each

successive birthday of that Director;

- (e) Directors holding office on the date of adoption of these Articles who at that date are aged seventy or older shall not be subject to paragraph (e) of this Article.
- (f) retirement of a Director in accordance with paragraphs (a) to (e) shall only occur if at least THREE Directors will remain in office when the retirement is to take effect, but if this would not be the case then such retirement shall occur at the next meeting of the Board of Directors that it could do so with at least THREE Directors remaining in office; and
- (g) subject to remaining eligible to be a particular type of Director any Director retiring at the end of his or her term of office may be re-appointed or re-elected.

**Removal of any
Director**

43. In accordance with the Act upon giving of special notice of 28 days the Company may by passing an ordinary resolution (and complying with the procedures set out in sections 303 and 304 of the Act) remove any Director before the end of his or her period of office notwithstanding anything in these Articles or any agreement between the Company and the Director to the contrary.

Ceasing to be a Director

44. The office of a Director, shall be vacated if:
- (a) he or she dies; or
 - (b) any event or circumstance occurs which would disqualify him or her from being appointed a Director on the terms of Article 32; or
 - (c) he or she resigns his or her office by notice to the Company (but only if at least TWO Directors will remain in office when the notice of resignation is to take effect); or
 - (d) he or she shall for more than three consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors and the Board of Directors resolve that his or her office be vacated; or
 - (e) he or she shall in the opinion of the Board of Directors be unable properly to fulfil his or her duties as a Director by reason of illness, disability or infirmity and the Board of Directors resolve that his or her office be vacated; or
 - (f) he or she is removed from office by ordinary resolution of the Company in accordance with Article 43; or
 - (g) he or she fails to declare the nature of any direct or indirect interest in Company business as required by the Act or these Articles and the Board of Directors determine that his or her office be vacated; or

- | | |
|--|---|
| Obligation or liability incurred by a person ceasing to be a Director | (h) he or she ceases to hold office by virtue of any provision of the Act. |
| Written Notice to the Secretary | 45. The removal of a Director shall be without prejudice to and shall not affect any obligation or liability incurred by him or her or to which he or she was subject prior to his or her removal. |
| | 46. Where a Director resigns his or her office or is removed from office, the Director or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Secretary. |

DIRECTORS' EXPENSES

- | | |
|---|--|
| Reasonable and proper out-of- pocket | 47. Directors may be paid all reasonable and proper out of pocket travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration. |
|---|--|

DIRECTORS' APPOINTMENTS AND INTERESTS

- | | |
|---|--|
| Personal Interest of Directors | 48. Any Director who has any personal interest in any matter to be discussed at a meeting of Directors, including any duty or pecuniary interest (direct or indirect) in any contract or arrangement proposed to be entered into by the Company, shall disclose the interest before the discussion begins and shall withdraw from that part of a meeting of the Board of Directors at which that matter is under discussion, unless expressly invited to remain in order to provide information but not otherwise, and shall not vote. |
| Scholarships, Exhibitions, Bursaries or other benefit to a child | 49. A Director shall be deemed to have a personal interest and may not vote or take part in any proceedings concerning the award or continuance of any scholarship, exhibition, bursary, grant, award, prize, other benefaction, maintenance allowance, leaving exhibition or other benefit of any child, or prospective or former child in respect of whom such Director is the Parent or a relative or concerning any specific issue in respect of such child, or prospective or former child. For this purpose a Director and a child, or prospective or former child, are relatives if, to the knowledge of such Director, they have a common ancestor, whether related by blood, adoption, marriage or legal guardianship being no more remote in either case than that of a grandparent. |

PROCEEDINGS OF DIRECTORS

- | | |
|---|--|
| Number of Directors at Directors' Meetings | 50. Subject to the provision of the Articles, the Board of Directors may regulate their proceedings as they think fit. |
| | 51. As regards the number of Directors at Directors' meetings: |

**Holding of Directors'
Meetings**

- (a) the quorum for a meeting of the Board of Directors, and any vote on any matter at such a meeting, shall be any two Directors;
- (b) the Board of Directors may act even though there is a vacancy in their body provided that if there are fewer than two Directors, they may act as the Board of Directors only to:
 - (i) appoint, and confirm the appointment of, additional Directors, including accepting them also as Members; or
 - (ii) convene a general meeting, and propose resolutions to be considered at such meeting; or
 - (iii) pending the appointment of additional Directors, act to preserve the assets of the Company and the maintenance of the Charity as a going concern or take other urgent action.

52. As to the holding of meetings of Directors:

- (a) the Directors shall hold at least four meetings in each year;
- (b) meetings of the Board of Directors shall be convened by the Secretary;
- (c) in exercising his or her functions under this Article the Secretary shall comply with any direction:
 - (i) given by the Board of Directors; or
 - (ii) given by the Chairman of the Board of Directors or, in his or her absence or where there is a vacancy in the office of Chairman, the Vice-chairman of the Board of Directors, so far as such direction is not inconsistent with any such direction given by the Directors; and
- (d) Any two Directors may, by notice in writing given to the Secretary, requisition a meeting of the Board of Directors and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.

**Notice of Meetings of
the Board of Directors**

53. As to notice of meetings of the Board of Directors:

- (a) each Director shall be given, at least seven clear days before the date of a meeting:
 - (i) notice in writing of the meeting; and
 - (ii) a copy of the agenda for the meeting together with, so far as is practicable, copies of relevant papers for consideration as envisaged in such agenda,

provided that where the Chairman or, in his or her absence or where there is a vacancy in the office of Chairman, the Vice-chairman, so determines on the ground that there are matters demanding urgent

	<p>consideration, it shall be sufficient if the written notice of a meeting or the copies of the agenda or of the relevant papers are given within such shorter period as the Chairman or the Vice-chairman (as the case may be) directs,</p> <ul style="list-style-type: none">(b) a quorate meeting of the Board of Directors duly convened shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Directors generally;(c) a resolution to rescind or vary a resolution carried at a previous meeting of the Board of Directors shall not be proposed at a meeting of the Board of Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting;(d) the convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any Director not having received written notice of the meeting or a copy of the agenda therefor.
Chairman of a Meeting of the Board of Directors	<p>54. As to the chairman of a meeting of the Board of Directors where the Chairman is absent:</p> <ul style="list-style-type: none">(a) where the Chairman is absent from any meeting or there is at the time a vacancy in the office of the Chairman, the Vice-chairman shall act as the chairman for the purposes of the meeting;(b) if there is no Director holding office as Chairman or Vice-chairman, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
Persons who are not Directors may attend	<p>55. The Board of Directors may invite persons who are not Directors (including but not limited to a member of a committee, the Chief Executive, the Finance Director, any employee, any professional adviser and any experts of any kind, including any person who may be disqualified from being a Director under these Articles) to attend the whole or part of any meeting for purposes connected with such meeting.</p>
Voting at a Meeting of the Board of Directors	<p>56. As to voting at a meeting of the Board of Directors:</p> <ul style="list-style-type: none">(a) subject to these Articles, every question to be decided at a meeting of the Board of Directors shall be determined by a majority of the votes of the Directors present and voting on the question;(b) where there is an equal division of votes the chairman of the meeting shall have a second or casting vote.
A Director with an Interest	<p>57. As to a Director with an interest:</p> <ul style="list-style-type: none">(a) a Director shall declare an interest and shall not be entitled to vote in

	respect of any matter in which he or she is interested;
	(b) a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote; and
	(c) if a question arises at a meeting of the Board of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his or her ruling in relation to any Director other than himself shall be final and conclusive.
Defect in the Appointment of any Director	58. All acts done by a meeting of the Board of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
Written Resolutions of the Board of Directors	59. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board of Directors or of a committee of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or (as the case may be) a committee of the Board of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
Reconvening a Meeting of the Board of Directors	60. As to the reconvening of a meeting of Directors: (a) a meeting of the Board of Directors shall be terminated forthwith if: (i) the Directors so resolve; or (ii) the number of Directors present ceases to constitute a quorum for a meeting of the Board of Directors in accordance with Article 51; (b) where a meeting is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable unless the Board of Directors otherwise decide; and (c) where the Directors accordingly resolve to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly unless the Board of Directors otherwise determine.
Telephone or Other Communication Equipment	61. Any one or more Directors may participate and vote at meetings of the Board of Directors by means of any conference telephone or other communication equipment which allows all persons participating in the meeting to hear and speak to each other. Any Director so participating in a meeting shall be deemed to be present in person and shall count towards the quorum and

business so transacted shall be effective for all purposes as that of a meeting of the Board of Directors duly convened and held with such persons physically present together.

CHAIRMAN AND VICE-CHAIRMAN

Chairman of the Board of Directors

62. As to the Chairman of the Board of Directors:
- (a) the Chairman shall be the person appointed by a majority by the Directors to serve as Chairman;
 - (b) the Chairman shall ordinarily hold office for a term of ONE year;
 - (c) the Chairman may be removed as Chairman by the Board of Directors at any time by a majority of the Directors;
 - (d) the Chairman shall have all the powers and responsibilities of the Chairman as set out in these Articles, including the right (unless disqualified by reason of a personal interest) to chair each meeting of the Company and each meeting of the Board of Directors and the right to a second or casting vote in any case of equality of votes at every such meeting; and
 - (e) the expression "Chairman" includes the person who is at any time entitled to exercise the powers of the Chairman.

Vice-Chairman of the Board of Directors

63. As to the Vice-chairman of the Board of Directors:
- (a) the Vice-chairman of the Board of Directors shall be the person appointed by a simple majority of the Directors to serve as Vice-chairman;
 - (b) the Vice-chairman shall ordinarily hold office for a term of ONE year; and
 - (c) the Vice-chairman may be removed from that office by the Board of Directors at any time by a simple majority of the Directors.

64. The Chairman or Vice-chairman may at any time resign his or her office by giving notice in writing to the Secretary. The Chairman or Vice-chairman shall cease to hold office if:

- (a) he or she ceases to be a Director; or
- (b) he or she is removed from office in accordance with these Articles; or
- (c) in the case of the Vice-chairman, he or she is elected in accordance with these Articles to fill a vacancy in the office of Chairman.

Election of the Chairman or Vice- Chairman

65. As to election of the Chairman or Vice-chairman:
- (a) where by reason of any of the matters referred to in Article 64 a vacancy arises in the office of Chairman or Vice-chairman, the Board of Directors shall at their next meeting elect one of their number to fill

that vacancy;

- (b) the Secretary or, if the Board of Directors so determine, a Director who is not standing for election as Chairman shall act as chairman during that part of any meeting at which the Chairman is elected; and
- (c) any election of the Chairman or Vice-chairman which is contested shall be held by secret ballot.

SECRETARY

Secretary

66. As to the Secretary:

- (a) subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit;
- (b) notwithstanding this Article, the Board of Directors may, where the Secretary fails to attend a meeting of the Directors, appoint a deputy or assistant secretary, any one of their number or any other person to act as Secretary for the purposes of that meeting;
- (c) the Secretary shall attend Directors' meetings and general meetings, except where the Directors determine to the contrary in respect of any particular matter; and
- (d) an assistant or deputy Secretary may be appointed by the Board of Directors to act in place of the Secretary in his or her absence, and to the extent applicable and subject to any directions of the Board of Directors, references in these Articles to the Secretary shall be construed as including such assistant or deputy Secretary.

TREASURER

67. The Directors may confer on any individual (with his or her or her prior written consent) the honorary title of Treasurer for a renewable term of up to FOUR years.

MINUTES

Minutes

68. The minutes of the proceedings of a meeting of the Board of Directors shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting and shall be signed (subject to the approval of the Board of Directors) at the same or next subsequent meeting by the person acting as chairman. The minutes shall include:
- (a) details of all appointments of officers made by the Board of Directors; and
 - (b) details of all proceedings at meetings of the Company and of the Board of Directors and of committees of Directors, including the names of the Directors present at each such meeting.

Such minutes if purporting to be signed by the chairman of such meeting or the chairman of the next meeting shall be sufficient evidence of the facts stated.

THE SEAL AND DEEDS

The Seal

69. The Seal (if any) shall only be used by the authority of the Board of Directors or of a committee of Directors authorised by the Board of Directors. The Board of Directors may determine who shall sign any instrument to which the Seal is affixed and, unless otherwise so determined by the Board of Directors, it shall be signed by a Director and by the Secretary or by a second Director.

Deeds

70. Any document to be executed on behalf of the Company as a deed otherwise than by the affixing of the Seal (if any) shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS AND RECORDS

Accounts and related matters

71. As to accounts and related matters:
- (a) accounting records shall be kept by the Board of Directors in accordance with the Act and with Part VI of the Charities Act and any Statement of Recommended Practice in force from time to time at the Office or such other place or places as the Board of Directors think fit;
 - (b) the accounting records shall be open to inspection by the Directors at all reasonable times;
 - (c) the Directors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the Charities Act and the Act; and
 - (d) a copy of every annual statement of accounts, auditor's report and report of the Board of Directors which is to be laid before the Company at General meeting shall be sent to every Director and every holder of debentures of the Company at least 21 days before the meeting.

Audits

72. As regards audits:
- (a) at least once in every year the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act; and
 - (b) auditors shall be appointed by the Board of Directors at the Annual General Meeting and their duties regulated in accordance with the Act.

Documents to be made available to all Directors

73. As regards documents to be made available to all Directors:
- (a) subject to this Article, the Directors shall ensure that a copy of:

- (i) the accounts;
- (ii) all Rules;
- (iii) the agenda for every meeting of the Directors;
- (iv) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- (v) upon request, the signed minutes of every such meeting; and
- (vi) any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available to each Director; and

- (b) there may be excluded from any item so required to be made available (other than from the accounts and all annual statements and reports laid or to be laid before the Company in accordance with the Charities Act and the Act, which are to be provided in full to the Directors) any material relating to:
 - (i) a named employee, volunteer or other person employed, or proposed to be employed or to volunteer, at the Charity;
 - (ii) a named beneficiary, or proposed beneficiary of the Charity; and
 - (iii) any matter which, by reason of its nature, the Directors are satisfied in their discretion should remain confidential.

ANNUAL REPORT AND ANNUAL RETURN

Annual Report and Annual Return

74. The Directors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and annual return and their transmission to the Charity Commissioners.

NOTICES

Notices

75. As regards notices:
- (a) any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice;
 - (b) the Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her registered address or by leaving it at that address or by

giving it using electronic communications to an address for the time being notified to the Company by the Member;

- (c) a Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Company;
- (d) a Member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called;
- (e) proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
- (f) proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given;
- (g) a notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent; and
- (h) in this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

INDEMNITY AND INSURANCE


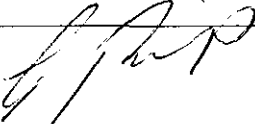
Indemnity and Insurance

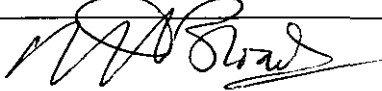
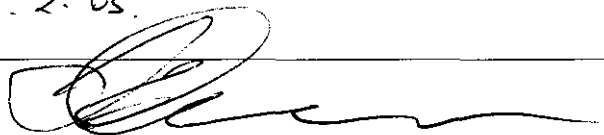
76. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer (other than the auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation to them. The Directors shall have the power under paragraph 5.6 of the Memorandum to purchase and maintain for any Directors *such insurance notwithstanding his or her interest in such insurance policy.*

DISSOLUTION

Dissolution

77. Clause 10 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

Signature of Subscriber	
Name in full:	NIGEL DORRICE HUTCHINGS
Address:	16A WELLSWAY, KEYNSHAM, BRISTOL BS21 1JE
Date:	17 FEBRUARY 2005
Witness:	
Name in full:	GARRY BISHOP
Address:	25 WATERSIDE PARK PORTISHEAD
Occupation:	BRISTOL BS20 8LL

Signature of Subscriber	
Name in full:	MARK ARTHUR BROAD
Address:	5 SUNNYMERE, KEYNSHAM, BRISTOL. BS31 1JD
Date:	23.2.05.
Witness:	
Name in full:	IAN HORSEMAN
Address:	7 CYNDER WAY EMERSONS GREEN BRISTOL
Occupation:	BANK MANAGER

Signature of Subscriber Ruth Bee

Name in full: RUTH MARGARET BEDINGHAM

Address: THE MOAT, ROSERY CLOSE, WESTBURY ON TRYM, BRISTOL

Date: 03/03/2005

BS7 8SA

Witness: J. Scorer

Name in full: NATHAN SCORER

Address: WAINBRIDGE COTTAGE
NORTHWICK ROAD,
PILNING, BRISTOL BS35 1JE

Occupation: UK OPERATIONS LEADER.